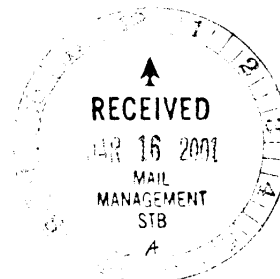




Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



12 March 2000

Ms. Taledia Stokes
Records Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Ms. Stokes:

Please find enclosed, two (2) original copies of Memorandum of Assignment and Assumption Agreement dated as of February 26, 2001, between the following parties:

Assignee: Fifth Third Leasing Company
Convergys Building
Third Floor, MD 1COM3A
Cincinnati, OH 45263

Assignor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see Schedule I attached hereto for the equipment, ^{40 TS}~~40~~ railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated February 26, 2001 related to forty (40) railcars bearing reporting marks AIPX 101-222, sporadic.

Please file this as a secondary document under the Recordation Number **23390**-A, as it relates to a memorandum of lease previously sent to the Surface Transportation Board on February 13, 2001 filed under Recordation Number **23390**, for a lease between:

Lessee: FPT Cleveland, LLC
8500 Aetna Road
Cleveland, OH 44105

Lessor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

The filing fee for this document in the amount of \$27.00, is included in the enclosed check, check #14710 in the amount of \$54.00. Please return the original to my attention. Should you have any questions or need further information, please do not hesitate to contact me at (513) 345-4408.

Sincerely,

Joseph Transportation Services, Inc.

Mary Jo Colebrook
Contract Manager

RECORDATION NO. **23390-A** FILED

APR 10 '01 11:30 AM

TS

SURFACE TRANSPORTATION BOARD

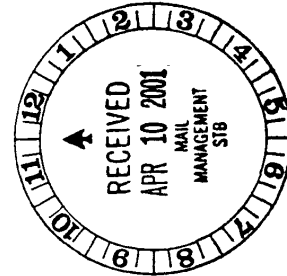
SCHEDULE 1
DESCRIPTION OF UNITS

Forty railcars bearing the reporting marks as follows:

AIPX 101	AIPX 214
AIPX 110	AIPX 102
AIPX 107	AIPX 106
AIPX 108	AIPX 112
AIPX 104	AIPX 206
AIPX 216	AIPX 209
AIPX 218	AIPX 212
AIPX 211	AIPX 217
AIPX 205	AIPX 213
AIPX 208	AIPX 210
AIPX 201	AIPX 215
AIPX 204	AIPX 114
AIPX 103	AIPX 116
AIPX 105	AIPX 117
AIPX 109	AIPX 118
AIPX 111	AIPX 119
AIPX 113	AIPX 219
AIPX 202	AIPX 220
AIPX 203	AIPX 221
AIPX 207	AIPX 222



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



April 6, 2001

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Ms. Stokes:

Please find enclosed, four (4) original copies of notary pages for the Memorandum of Assignment and Assumption Agreement and Memorandum of Rights dated as of February 26, 2001, between the following parties for the Buffalo & Pittsburgh Railroad, Inc. and FPT Cleveland, LLC transactions:

Assignee: Fifth Third Leasing Company
Convergys Building
Third Floor, MD 1COM3A
Cincinnati, OH 45263

Assignor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

These are being sent to replace the pages sent earlier since the notary failed to complete the name section on the notary page. Should you have any questions or need further information, please do not hesitate to contact me at (513) 345-4408.

Sincerely,

Joseph Transportation Services, Inc.

Mary Jo Colebrook
Contract Manager

RECORDATION NO. 23390-A FILED

APR 10 '01 11:30 AM

SURFACE TRANSPORTATION BOARD

Corporate Offices: 300 Pike Street, Cincinnati, OH 45202-4222
Mail Address: P.O. Box 1077, Cincinnati OH 45201-1077
513-929-4500 FAX 513-345-4375

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of February 26, 2001, by and between **JOSEPH TRANSPORTATION SERVICES, INC.** a Delaware Corporation ("Assignor") and **THE FIFTH THIRD LEASING COMPANY**, an Ohio corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated January 11, 2001, between Assignor, as Lessor, and FPT Cleveland, LLC as Lessee, for forty (40) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of February 28, 2001.

JOSEPH TRANSPORTATION SERVICES, INC.

By: _____

Name: Kenneth W. Miller, Jr.

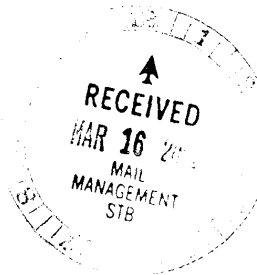
Title: Executive Vice President

THE FIFTH THIRD LEASING COMPANY

By: _____

Name: David A. Jackson
Sr. Vice President

Title: The Fifth Third Leasing Company



RECORDATION NO. 23390-A FILED

APR 10 '01 11:30 AM

SURFACE TRANSPORTATION BOARD

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 26th day of February, 2001 before me the subscriber,
Julie M. Woodard, a Notary Public, duly commissioned, qualified and acting, within
and for said County and State, appeared in person the within named Kenneth W. Miller,
Jr., to me personally known, who stated and acknowledged that he is the Executive Vice
President of Joseph Transportation Services, Inc., a Delaware corporation, and duly
authorized by authority of the Board of Directors or By-laws of said corporation in his
capacity as such officer to execute and acknowledge this document for and in the name
and on behalf of said corporation and further stated and acknowledged that he has so
signed, executed and delivered this document as the free and voluntary act and deed of
said corporation, for the consideration, uses and purposes therein mentioned and set
forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 26th
day of February, 2001.

Julie M Woodard
(Notary Signature)

My commission expires:

Sept 24, 2002



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 28th day of February, 2001, before me the subscriber, Beth A. Rogers, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named David A. Jackson, to me personally known, who stated and acknowledged that he is the Senior Vice President of The Fifth Third Leasing Company, and Ohio corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 28th day of February, 2001.

Beth A. Rogers
(Notary Signature)

My commission expires:

BETH A. ROGERS
Notary Public, State of Ohio
My Commission Expires May 14, 2003

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS

Forty (40) railcars bearing the following reporting marks:

AIPX 101	AIPX 214
AIPX 110	AIPX 102
AIPX 107	AIPX 106
AIPX 108	AIPX 112
AIPX 104	AIPX 206
AIPX 216	AIPX 209
AIPX 218	AIPX 212
AIPX 211	AIPX 217
AIPX 205	AIPX 213
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AIPX 204	AIPX 114
AIPX 103	AIPX 116
AIPX 105	AIPX 117
AIPX 109	AIPX 118
AIPX 111	AIPX 119
AIPX 113	AIPX 219
AIPX 202	AIPX 220
AIPX 203	AIPX 221
AIPX 207	AIPX 222

LEASE: Dated January 11, 2001, between Joseph Transportation Services, Inc. and FPT CLEVELAND, LLC, with FERROUS PROCESSING AND TRADING COMPANY as guarantor.